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UNITED STATES DISTRICT COURT

DISTRICT OF OREGON – PORTLAND DIVISION

1ST SOURCE BANK, an Indiana corporation,

Plaintiff,

v.

VENTURES ACQUISITION COMPANY
LLC, a Delaware limited liability company,
EVERGREEN HOLDINGS, INC., an Oregon
corporation; EVERGREEN HELICOPTERS,
INC., an Oregon corporation, DELFORD
SMITH, an individual,

Defendants.

Case No. 3:13-cv-00418-KI

STIPULATED TEMPORARY
RESTRAINING ORDER AND ORDER TO
SHOW CAUSE WHY

- (1) PRELIMINARY INJUNCTION
SHOULD NOT BE ENTERED; AND
- (2) PLAINTIFF SHOULD NOT HAVE
PROVISIONAL PROCESS IN THE
FORM OF REPLEVIN/CLAIM AND
DELIVERY

This matter came before the Court on 1st Source Bank's ("Plaintiff") Motion for a Temporary Restraining Order and Order to Show Cause against Ventures Acquisition Company, LLC ("Ventures"), Evergreen Holdings, Inc. ("Evergreen Holdings"), Evergreen Helicopters, Inc. ("Evergreen Helicopters"), and Delford Smith ("Smith") (collectively hereinafter "Defendants"). Defendants received notice of the motion by phone, facsimile and electronic message on or before March 25, 2013.

PAGE 1 – STIPULATED TEMPORARY RESTRAINING ORDER AND
ORDER TO SHOW CAUSE
Stipulated TRO and Order to Show Cause.DOCX (1STSRC/L1)

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The Court was advised that Defendants stipulate to entry of a temporary restraining order and order to show cause on the terms set forth herein. Based on the pleadings filed in this action and the following: Declarations of Kathryn P. Salyer and Erik Anderson, and reviewed the exhibits to those declarations (collectively, the "Loan Documents"), the parties stipulate to an order as follows:

1. Defendants do not dispute that Plaintiff is entitled to an order requiring defendants to show cause on plaintiff's claim for replevin of the Collateral identified on Exhibit 1.
2. Defendants, and anyone else claiming an interest in the Aircraft and Collateral identified on Exhibit 1, shall appear before this Court on April 9, 2013 at 9:30 o'clock [a.m./p.m.] (the "Hearing"), and show cause, if any there be, (a) why Plaintiff should not be entitled to immediate possession through provisional process (claim and delivery and/or replevin) of the Collateral; (b) whether any issues of fact exist that preclude entry of final judgment in favor of Plaintiff as to the Replevin Claim; and (c) why they should not be enjoined during the pendency of this action from the acts described in paragraph 6 of this Order.
3. Defendants may file affidavits with the Court and may present testimony at the hearing;
4. If Defendants fail to appear at the hearing, the Court will order the provisional process requested.
5. The Court may, at the hearing, and in the event the provisional process request cannot be ordered, issue such further order as it deems appropriate.
6. Defendants, their agents, servants, employees, attorneys, and all other persons in active concert and participation with Defendants who receive actual notice of this order are enjoined from transferring, selling, removing from the state of its current location, concealing, dismantling, removing parts from, cannibalizing, injuring, destroying, encumbering or otherwise disposing of any of the Collateral in which Plaintiff has a security interest as

identified on Exhibit 1 hereto with the express written consent of Plaintiff or further order of this Court; however, nothing in this provision is intended to preclude or prohibit defendants from operating the aircraft which are part of the Collateral in the ordinary course;

7. This Order is conditioned upon Plaintiff first posting a bond with the court in the amount of \$0.00 for the payment of costs and damages which may be incurred by any party found to be wrongfully restrained by this Order; and

8. A copy of Plaintiff's Motion, supporting declarations and legal memoranda, and in the manner of a summons and complaint, as required by ORCP 85, unless waived by Defendants, no later than three (3) days before the date set for the show cause hearing.

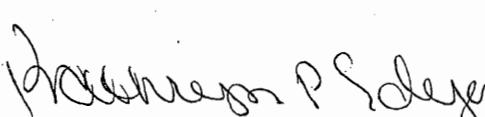
DATED 29th day of March, 2013.


DISTRICT COURT JUDGE

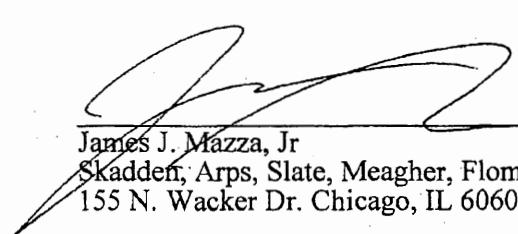
IT IS SO STIPULATED:

TOMASI SALYER BAROWAY

Dated: Mar 28, 2013


Kathryn P. Salyer, OSB #088713
Of Attorneys for Plaintiff

Dated: March 28, 2013


James J. Mazza, Jr.
Skadden, Arps, Slate, Meagher, Flom LLP
155 N. Wacker Dr. Chicago, IL 60606

Attorney for Defendants

ORDER COLLATERAL EXHIBIT

| SCHEDULE A DATE | YEAR MFG | MFG OF AIRCRAFT | MODEL NO. | SERIAL NO | FAA REG # | MFG OF ENGINE(S) | ENGINE MODEL # | ENGINE SERIAL # | AIRFRAME LOCATION |
|-----------------|----------|-----------------|-----------|-----------|-----------|------------------------|------------------------|-----------------------------|---------------------------|
| 12/13/11 | 2005 | Agusta SPA | AB139 | 31006 | N139EV | Pratt & Whitney Canada | PT6C-67C (PT6C Series) | PCE-KB0156 and PCE - KB0056 | Abu Dhabi UAE |
| 12/13/11 | 1984 | Bell | 206 L-3 | 51110 | N33AZ | Allison | 250-C30P | CAE-895089 | Alaska |
| 12/13/11 | 1985 | Bell | 206 L-3 | 51136 | N3195S | Allison | 250-C30P | CAE-895198 | Rhode Island |
| 12/13/11 | 1989 | Learjet | 35A | 651 | N405PC | Honeywell | TFE731-2C-2B | P89685 and P89686 | Utah |
| 12/13/11 | 1991 | Eurocopter | AS 350B-2 | 2444 | N353EV | Turbomeca | Arriel 1D1 | 9109 | Alaska |
| 12/13/11 | 2002 | Eurocopter | AS 350B-3 | 3649 | N356EV | Turbomeca | Turbo 2B | 22378 | Alaska (Engine in Kansas) |
| 12-31-11 | 1981 | Aerospatiale | SA330J | 1647 | N330J | Turbomeca | Turbo IV C | 1414 and 1182 | Oregon |
| 12/13/11 | 1997 | Eurocopter | AS 350B-2 | 2961 | N350EV | Turbomeca | Arriel 1D1 | 9441 | Alaska |

Together with all present and future propellers, extra engines, furnishings, avionics, navionics, parts and repairs, all logs, manuals and other records, all rights under management, operating, maintenance, repair or similar agreements, and all rights under any computerized aircraft maintenance programs or similar recordkeeping service arrangements related to said collateral.